

# EXHIBIT

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# GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE ATHEROS COMMUNICATIONS, )  
INC. SHAREHOLDER LITIGATION ) CONSOLIDATED  
 ) C.A. No. 6124-VCN  
 )

## [PROPOSED] ORDER

WHEREAS, the Court has considered Defendants' Motion to Vacate the Court's March 4 Order (the "Motion") in the above-captioned action, and has found good cause therefor;

IT IS HEREBY ORDERED that:

1. Defendants' Motion is GRANTED;
2. The Definitive Additional Materials on Schedule 14A, filed with the Securities and Exchange Commission by Atheros Communications, Inc. ("Atheros") on March 7, 2011, provides stockholders with appropriate curative disclosures as identified in Parts IV.B.2(a) & (c) of the Court's March 4, 2011 Memorandum Opinion;
3. The Court's March 4, 2011 Order is hereby VACATED in accordance with its terms and the cash security posted by Plaintiffs is released; and
4. Defendants are permitted to reconvene, and proceed with, the special meeting of Atheros' stockholders scheduled for March 18, 2011 to vote upon the proposal to approve and adopt the Agreement and Plan of Merger, dated as of January 5, 2011 (the "Merger Agreement"), by and among Qualcomm Incorporated ("Qualcomm"), T Merger Sub, Inc. and Atheros, and to approve Qualcomm's acquisition of Atheros as contemplated by the Merger Agreement.

IT IS SO ORDERED this \_\_\_\_ day of March, 2011.

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Vice Chancellor Noble

This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery Civil Action

**Judge:** John Noble

**File & Serve**

**Transaction ID:** 36416466

**Current Date:** Mar 14, 2011

**Case Number:** 6124-VCN

**Case Name:** CONF ORD, CONS W/6123, 6127 & 6134-VCN IN RE ATHEROS  
COMMUNICATIONS, INC. SHAREHOLDER LITIGATION

**Court Authorizer:** John Noble

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/s/ Judge John Noble